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Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 16637-B FILED 1994

SEP 7 - 1994 -12 05 PM

INTERSTATE COMMERCE COMMISSION

August 31, 1994

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

RECORDATION NO. 16637-C FILED 1994

SEP 7 1994 -12 05 PM

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series CAN-V)
Recordation No. 16637

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Second Supplemental Equipment Trust Agreement dated as of May 16, 1994, between Union Tank Car Company and The Royal Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jff
Enclosures

UTC4066



A MEMBER OF THE MARMON GROUP OF COMPANIES

Interstate Commerce Commission

Washington, D.C. 20423

9/7/94

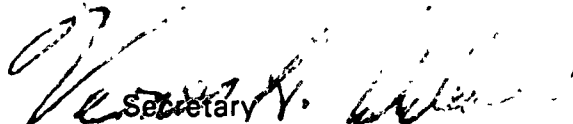
OFFICE OF THE SECRETARY

**Jean Fowler-Legal Assistant
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 9/7/94 at 12:05PM , and assigned
recordation number(s).16637-B and 16637-C.

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

STATE OF ILLINOIS)
COUNTY OF COOK)

RECORDATION NO. 10637-B FILED 1425

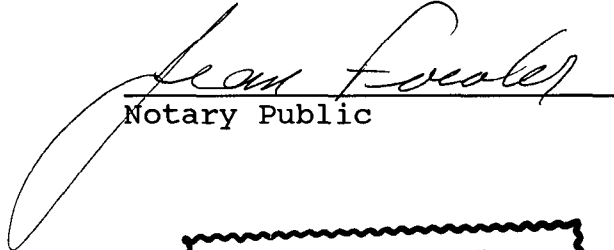
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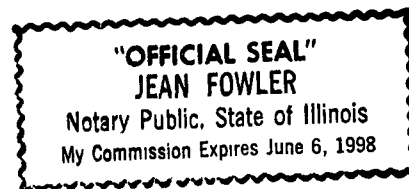
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Second Supplemental Trust Agreement dated as of May 16, 1994, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 29th day of August, 1994.


Notary Public



SECOND SUPPLEMENTAL TRUST AGREEMENT

Among
PROCOR LIMITED,
UNION TANK CAR COMPANY,
and
THE ROYAL TRUST COMPANY

(SERIES CAN-5)

RECORDATION NO. 16637-B

SEP 7 1994 -12 05 PM

INTERSTATE COMMERCE COMMISSION

THIS SECOND SUPPLEMENTAL TRUST AGREEMENT, dated as of July 14, 1994, among Procor Limited, a corporation incorporated under the Canadian Business Corporations Act ("Company"), Union Tank Car Company ("Union"), a corporation duly organized and existing under the laws of Delaware, and The Royal Trust Company ("Trustee").

Recitals

A. Company and Union have heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1989, providing for the issue of Company's Equipment Certificates (Series CAN-5) in the aggregate principal amount of \$16,730,000 U.S.

B. Company and Union desire to comply with Section 4.07 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company and Union hereby covenant and agree with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

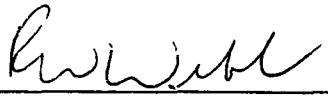
2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company and Union. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company, Union and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.


Attest:


Robert W. Webb
Secretary


UNION TANK CAR COMPANY

By: 
R. C. Gluth
Executive Vice President

Attest:


Robert W. Webb
Secretary

PROCOR LIMITED

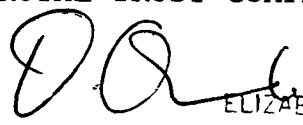
By: 
R. C. Gluth
Vice President

Attest:


Its:

UTC2044C

THE ROYAL TRUST COMPANY

By: 
ELIZABETH EARLE
Title:


LINDA R. WHITFIELD
AUTHORIZED SIGNATORY

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: P106 (CAN V)

QUANTITY	A.A.R. MECHANICAL DESCRIPTION CODE	CAPACITY IN (GAL./CUFT.)	ROAD NUMBERS
5	T108	29,200	PROX 41566, PROX 41567, PROX 41575–41577
2	T108	29,400	PROX 43223, PROX 43226
5	T106	23,500	PROX 74364–74368
12	TOTAL		

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT (WRECKED/RETIRED CARS)
SCHEDULE B – SERIES P106 (CAN V)

QUANTITY -----	A.A.R. MECHANICAL CODE -----	CAPACITY GALLONS/ CUFT. -----	ROAD NUMBERS -----
15	T108	30,000	PROX 41430–41444

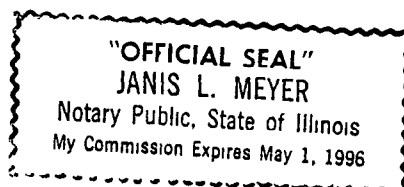
15	TOTAL CARS		

STATE OF ILLINOIS)
COUNTY OF COOK)

On July 14, 1994, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Procor Limited, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Janis L. Meyer
Notary Public

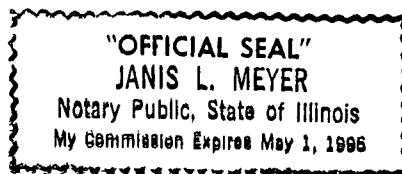
STATE OF ILLINOIS)
COUNTY OF COOK)



On July 14, 1994, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Janis L. Meyer
Notary Public

CITY OF TORONTO)
PROVINCE OF ONTARIO)



On this 18th day of August, 1994, before me personally came Elizabeth Earle & Linda Whitfield, to me known, who, being by me duly sworn, did depose and say that he/she ~~is an authorized signatory~~ of The Royal Trust Company, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

Shabana Monson
Notary Public